

**United States Bankruptcy Court  
For the Southern District of New York**

In re: DELPHI CORPORATION, et al.

Case No. 05-44481 (RDD) (Jointly Administered)

**PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED AGAINST DEBTOR DELPHI CORPORATION IN THIS CASE or deemed filed under 11 U.S.C. § 1111 (a). Transferee hereby gives evidence and notice pursuant to Rule 3001 (e) (2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

TPG Credit Opportunities Fund, L.P.

JPMorgan Chase Bank, N.A.

\_\_\_\_\_  
Name of Transferee

\_\_\_\_\_  
Name of Transferor

Name and Address where notices to transferee should be sent:

Court Claim # (if known): 12678 against Delphi Corporation

c/o TPG Credit Management, L.P.  
4600 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, MN 55402  
Attn: Vicki Dominguez

Amount of Claim: \$290,788.06

Date Claim Filed:

Phone: (612) 851-3035

Phone:

Last Four Digits of Acct. #: \_\_\_\_\_

Last Four Digits of Acct. #: \_\_\_\_\_

Name and Address where transferee payments should be sent (if different from above): N/A

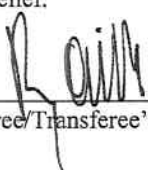
Phone: \_\_\_\_\_

Last Four Digits of Acct. #: \_\_\_\_\_

Phone: \_\_\_\_\_

Last Four Digits of Acct. #: \_\_\_\_\_

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By:   
Transferee/Transferee's Agent

Date: 8-23-07

*Penalty for making a false statement:* Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

**United States Bankruptcy Court  
For the Southern District of New York**

In re: DELPHI CORPORATION, et al.

Case No. 05-44481 (RDD) (Jointly Administered)

**NOTICE OF PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

CLAIM 12678 was filed or deemed filed under 11 U.S.C. § 111 (a) in this case by the alleged transferor. As evidence of the transfer of that claim, the transferee filed a Transfer of Claim other than for Security in the Clerk's office of this court on 8/24/07.

JPMorgan Chase Bank, N.A.	TPG Credit Opportunities Fund, L.P.
Name of Alleged Transferor	Name of Transferee
Address of Alleged Transferor:	Address of Transferee:
2700 Park Avenue, 17 <sup>th</sup> Floor New York, NY 10017	c/o TPG Credit Management, L.P. 4600 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402
Attn.: Neelima Veluvolu Tel.: (212) 270-2150 Facsimile: (212) 270-0575 Email: Neelima.Veluvolu@jpmorgan.com	Attn: Vicki Dominguez Tel.: (612) 851-3035 Facsimile: (612) 851-3001 Email: shartman@tpgcredit.com

**---DEADLINE TO OBJECT TO TRANSFER---**

The alleged transferor of the claim is hereby notified that objections must be filed with the court within twenty (20) days of the mailing of this notice. If no objection is timely received by the court, the transferee will be substituted as the original claimant without further order of the court.

Date: \_\_\_\_\_

\_\_\_\_\_  
CLERK OF THE COURT

**EXHIBIT B**

**EVIDENCE OF PARTIAL TRANSFER OF CLAIM –  
PROOF OF CLAIM NUMBER 12678**

**TO: THE DEBTORS AND THE BANKRUPTCY COURT**

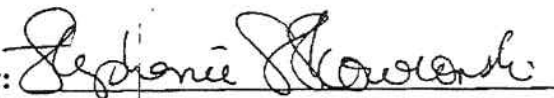
For value received, the adequacy and sufficiency of which are hereby acknowledged, **JPMorgan Chase Bank, N.A.** with offices located at 270 Park Avenue, 17th Floor, New York, NY 10017 ("Seller"), hereby unconditionally and irrevocably sells, transfers and assigns to **TPG Credit Opportunities Fund, L.P.**, with offices at 4600 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402 ("Buyer") all of its right, title, interest, claim and causes of action in and to, or arising under or in connection with, Seller's pre-petition claims (identified as Claim No. 12678) against Delphi Corporation ("Delphi") and Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession (together, the "Debtors") in the jointly administered Chapter 11 reorganization case entitled, In re Delphi Corporation, et al., Chapter 11 Case No. 05-44481 (RDD), Jointly Administered (the "Case"), pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in the aggregate amount of \$290,788.06 against Delphi and in the aggregate amount of \$679,211.94 against DAS LLC, which claims were agreed to pursuant to that certain Settlement Agreement dated as of May 11, 2007 among Electronic Data Systems Corporation, EDS Information Services L.L.C., and the Debtors (collectively the "Assigned Claims") and approved by the Bankruptcy Court by that certain Order Under 11 U.S.C. § 363 And Fed. R. Bankr. P. 9019 Authorizing And Approving Delphi Automotive Systems LLC's And Delphi Corporation's Entry Into Settlement Agreement With Electronic Data Systems Corporation, EDS Information Services L.L.C., And EDS de Mexico, S.A. de C.V. (the "Order") dated May 31, 2007.

Seller hereby waives any objection to the transfer of the Assigned Claims to Buyer on the books and records of the Debtors and the Bankruptcy Court, and hereby waive to the fullest extent permitted by law any notice or right to a hearing as might be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Assigned Claims and recognizing Buyer as the sole owner and holder of such claims. Seller further directs the Debtors, the Bankruptcy Court and all other interested parties that all further notices relating to the claims, and all payments or distributions of money or property in respect of the Assigned Claims, are to be delivered or made to the Buyer.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS  
EXECUTED THIS 21<sup>st</sup> day of August, 2007.

**SELLER:**

**JPMORGAN CHASE BANK, N.A.**

By:   
Name:  
Title:

**BUYER:**

**TPG Credit Opportunities Fund, L.P.**  
**By: TPG Credit Opportunities Fund G.P., L.P.**  
**Its General Partner**

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS  
EXECUTED THIS \_\_\_ day of August, 2007.

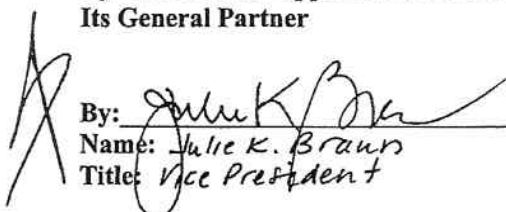
**SELLER:**

**JPMORGAN CHASE BANK, N.A.**

By: \_\_\_\_\_  
Name:  
Title:

**BUYER:**

**TPG Credit Opportunities Fund, L.P.**  
**By: TPG Credit Opportunities Fund G.P., L.P.**  
**Its General Partner**

By:   
Name: Julie K. Brauns  
Title: Vice President